

EXHIBIT C



**South Carolina
Department of Insurance**

300 Arbor Lake Drive, Suite 1200
Columbia, South Carolina 29223

Mailing Address:
P.O. Box 120105, Columbia, S.C. 29202-3105
Telephone: (803) 737-6200

RECEIVED

APR 21 2003

MARK SANFORD
Governor

ERNST N. CSISZAR
Director of Insurance

April 17, 2003

Kristofer R. Schleicher, Esquire
Wagner, Johnston & Rosenthal, P.C.
Attorney at Law
Suite 1200 / Tower Place 100
3340 Peachtree Road, N.E.
Atlanta, GA 30326-1705

RE: AOM, INC. (PRIMEXIS)

Dear Mr. Schleicher:

Please accept this letter as a response to several correspondences from you including your most recent January 21, 2003 letter regarding the above-referenced matter.

You have requested that the South Carolina Department of Insurance review AOM Inc.'s product Primexis and advise you whether it is "insurance" and thus subject to regulation by this Department.

It is my understanding that AOM, Inc.'s is a Georgia domiciled company. The Primexis product is a prepaid medical services program to be offered by AOM (the "AOM Program"), for which a patent is pending, offers patients up to eight (8) office visits to a primary care physician in any year, with up to four (4) of those visits in any three month period. To receive these services, the patient pays AOM an annual enrollment fee of \$15.00 plus \$30.00 per month. The patient pays a \$10.00, \$15.00, or \$20.00 administrative fee for each visit, depending on the length of the visit, and pays a discounted rate for procedures beyond basic evaluation and management or for excess visits. Physicians pay an annual enrollment fee of \$100.00 (per physician practice) and receive \$21.00 per patient per month. The product also offers a 35 percent discount on primary care services beyond those included in the program.

South Carolina Code of Laws §38-1-0(19) states, "'Insurance' means a contract whereby one undertakes to indemnify another or pay a specified amount upon determinable contingencies. The term 'insurance' includes annuities."

Kristofer R. Schleicher, Esquire
April 17, 2003
Page 2

You forwarded to our Department an October 12, 2000 opinion letter from the Georgia Attorney General's Office and a June 20, 2001 letter of opinion from the Alabama Department of Insurance regarding the same AOM product. Both concluded that the AOM product was not "insurance." Although this Department notes the Alabama Department of Insurance and Georgia Attorney General's decision, we obviously have to make an independent decision ground upon the facts as they relate to South Carolina Law.

Based upon the documentation you submitted to this Department, it appears the AOM Inc. Plan/Product as set forth in your March 28, 2002 and January 21, 2003 letters does not contain the elements of South Carolina Code of Laws §38-1-20(19) and, therefore, is not insurance.

This letter does not constitute legal advice. It is an informal opinion based on the information provided in your letter and its attachments and on the Department's interpretation of the above-mentioned code section. Should the laws or regulations of this state change in regards to this matter, this opinion is null and void as it contradicts newly enacted law.

If you have any questions, please contact me at (803) 737-6200.

Sincerely,

A handwritten signature in dark ink, appearing to read "David E. Belton", with a stylized flourish at the end.

David E. Belton
Senior Associate General Counsel

DEB/khw